

LIQ13

Notice of final account prior to dissolution in MVL



Companies House

WEDNESDAY



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COMPANIES HOUSE

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1 Company details

Company number 0 4 7 3 3 4 7 9

Company name in full Tooley Holdings

→ Filling in this form
Please complete in typescript or in
bold black capitals.

2 Liquidator's name

Full forename(s) Nicholas James

Surname Timpson

3 Liquidator's address

Building name/number KPMG LLP

Street 8 Princes Parade

Post town Liverpool

County/Region Merseyside

Postcode L 3 1 Q H

Country United Kingdom

4 Liquidator's name

Full forename(s) John David Thomas

Surname Milsom

Other liquidator
Use this section to tell us about
another liquidator.

5 Liquidator's address

Building name/number KPMG LLP

Street 8 Princes Parade

Post town Liverpool

County/Region Merseyside

Postcode L 3 1 Q H

Country United Kingdom

Other liquidator
Use this section to tell us about
another liquidator

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Final account

☒ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7

Sign and date

Liquidator's signature

Signature

X

N. J. H.

X

Signature date

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d

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y

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y

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Carolyn Foden

Company name KPMG LLP

Address 8 Princes Parade

Post town Liverpool

County/Region Merseyside

Postcode L 3 1 Q H

Country United Kingdom

DX

Telephone +44 151 473 5132



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.



Important information

All information on this form will appear on the public record.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.



Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Tooley Holdings - in Members' Voluntary Liquidation (the 'Company')

Joint Liquidators' final account of the liquidation for the period from 14 July 2018 to 5 April 2019

Name	Tooley Holdings
Trading name / Former names	Infinis Holdings (until 13 July 2017) Infinis Holdings Limited (until 26 September 2007) WRG Holdings Limited (until 26 September 2006) Cholet Holdings Limited (until 30 November 2004)
Company number	04733479
Previous registered office	First Floor, 500 Pavilion Drive, Northampton Business Park, Northampton, NN4 7YJ
Present registered office	c/o KPMG LLP, 8 Princes Parade, Liverpool, L3 1QH
Joint Liquidators	John Milsom and Nick Timpson who replaced Paul Flint on 13 June 2018.
Joint Liquidators' address	KPMG LLP, 8 Princes Parade, Liverpool, L3 1QH
Date of appointment	14 July 2017
Appointed by	Members

Following the resignation of Paul Flint from the firm on 13 June 2018, an order was made in the High Court appointing Nick Timpson as joint Liquidator of the Company. In accordance with the order, members will be given notice of the replacement of Paul Flint as Joint Liquidator by advertisement in the London Gazette.

This report is to be read in conjunction with the previous report to members dated 13 July 2018.

Receipts and payments

Declaration of Solvency £	From 14/07/2018 To 05/04/2019 £	From 14/07/2017 To 05/04/2019 £
ASSET		
REALISATIONS		
100.00 Group debtors	100.00	100 00
624,821.25 Investments in subsidiary undertakings	2,341,838.39	2,341,838.39
90.00 Cash at bank	NIL	90 00
	<u>2,341,938.39</u>	<u>2,342,028 39</u>
UNSECURED CREDITORS		
(200.00) Connected companies	200.00	200 00
	<u>(200.00)</u>	<u>(200.00)</u>
DISTRIBUTIONS		
Ordinary shareholders	2,341,828.39	2,341,828.39
	<u>(2,341,828.39)</u>	<u>(2,341,828.39)</u>
624,811.25	(90.00)	0.00

Receipts

The Declaration of Solvency showed an intercompany debt of £100 due from Tooley Energy Limited ('TEL'), also in liquidation, the Company's immediate parent. This was settled by a cash dividend of £100 from TEL on 21 January 2019.

The Joint Liquidators agreed with the ultimate shareholder to compromise the claims of intercompany creditors such that only the principal amounts would be settled without statutory interest. Accordingly, no statutory interest was received on the settlement of the intercompany balances.

Investments in subsidiary undertakings represented the shares held in Tooley Capital Limited (in liquidation) ('TCL'). Total distributions of £2,341,838 have been received in cash in the period, being £2,300,000 on 30 January 2019, £200 on 31 January 2019 and £41,638 on 28 February 2019.

Creditors

The sole known creditor of the Company was TCL in the sum of £200. TCL was paid in full on 31 January 2019.

As above, no statutory interest was paid on the settlement of the intercompany balances.

Tax

All pre-liquidation corporation tax matters were handled by KPMG Tax who prepared and submitted all outstanding returns to HM Revenue & Customs ('HMRC') up to the date of the commencement of the liquidation. At the request of the Joint Liquidators, HMRC subsequently confirmed that the Company had no outstanding corporation tax returns or liabilities, that it would not raise enquiries into any pre- or post-liquidation periods and that it had no objection to the Joint Liquidators taking steps to bring the liquidation to a conclusion.

A similar assurance was sought and received from HMRC in respect of PAYE and VAT matters.

Distributions

On 25 January 2019, the Joint Liquidators declared a first cash distribution of the surplus assets of the Company to TEL, as the sole beneficial shareholder of the Company. The distribution of £2,300,000 was at the rate of £2,300,000 per £1 Ordinary share.

On 25 February 2019, the Joint Liquidators declared a second and final cash distribution of the assets of the Company to TEL. The distribution of £41,828 was at the rate of £41,828 per £1 Ordinary share.

Joint Liquidators' remuneration and expenses

A written resolution was passed on 14 July 2017 that the remuneration of the Joint Liquidators be fixed at their normal charging rates according to the time properly spent by them and members of their staff in attending to matters arising in the winding up of the Company.

In the event, the Joint Liquidators' remuneration and expenses have been paid by another group company, Tooley Energy Holdings Limited.

Signed 

Nick Timpson
Joint Liquidator

Nicholas James Timpson and John David Thomas Milsom are authorised to act as Insolvency Practitioners by the Institute of Chartered Accountants in England & Wales

We are bound by the Insolvency Code of Ethics

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July 2018 to 5 April 2019

The Officeholders are Data Controllers of personal data as defined by the Data Protection Act 2018. Personal data will be kept secure and processed only for matters relating to the appointment. For further information, please see our Privacy policy at – home.kpmg.com/uk/en/home/misc/privacy-policy-insolvency-court-appointments.html